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State of Idaho

Department of State

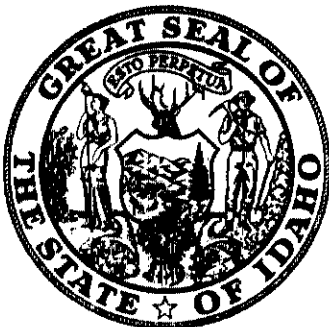
CERTIFICATE OF AUTHORITY OF

L & M COMPANIES INC.
dba NATURE'S BEST POTATOES -
DIVISION OF L & M COMPANIES INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of L & M COMPANIES INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to L & M COMPANIES INC. to transact business in this State under the name NATURE'S BEST POTATOES - DIVISION OF L & M COMPANIES INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 30, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeVries*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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SEC. OF STATE

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To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is L & M COMPANIES INC.
2. The name which it shall use in Idaho is NATURE'S BEST POTATOES - DIVISION OF
L & M COMPANIES INC.
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of North Carolina
4. The date of its incorporation is 1/10/64 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2925 Huntleigh Drive, Suite 204, Raleigh, NC 27604
6. The address to which correspondence should be addressed, if different from that in item 5.
7. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
To buy and sell agricultural products in intra and interstate commerce.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Joseph E. McGee	President	2925 Huntleigh Drive, Suite 204, Raleigh, NC 27604
Paul K. Hudson	Secretary	2925 Huntleigh Drive, Suite 204, Raleigh, NC 27604

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 6-8-93

L & M COMPANIES INC.

(Corporation name)

By Joseph E. McGee
Joseph E. McGee
and Paul K. Hudson

(Its President or Secretary (please specify))

STATE OF North Carolina)
COUNTY OF Wake) ss:

Paul K. Hudson

(Its Secretary or Assistant Secretary (please specify))

I, Lee Anne McGee, a notary public, do hereby certify that on this 8th day of June, 19 93, personally appeared before me Joseph E. McGee, who being by me first duly sworn, declared that (s)he is the President of L & M COMPANIES INC.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

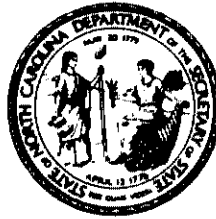
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: C

Lee Anne McGee

Notary Public

STATE OF NORTH CAROLINA



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Department of The
Secretary of State
93 MAY 30

CERTIFICATE OF EXISTENCE

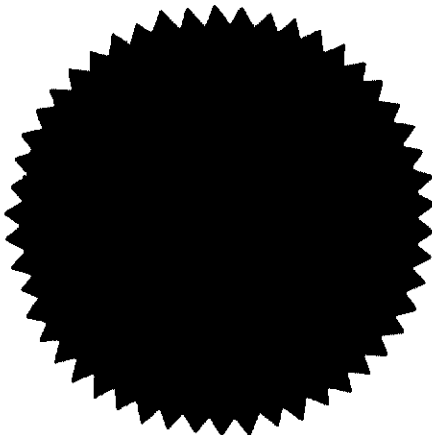
I, RUFUS L. EDMISTEN, *Secretary of State of the State of North Carolina*, do hereby certify that

L & M COMPANIES INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 10th day of January, 1964, with its period of duration being perpetual.

I FURTHER *certify that the said corporation's articles of incorporation have not been suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation has not been administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been submitted to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.*

IN WITNESS WHEREOF, *I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of May, 1993.*



Rufus L. Edmisten

Secretary of State

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SEC. OF STATE

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Certified Copy of Resolution

CORPORATION ADOPTING A FICTITIOUS
NAME FOR USE IN THE STATE OF IDAHO

I, the undersigned Joseph E. McGee, do hereby
certify that the following is a true, complete and correct copy of a certain reso-
lution of the Board of Directors of L & M COMPANIES INC.,
a corporation duly
organized and existing under the laws of the State of North Carolina, which
resolution was duly adopted at a duly called meeting of the said Board, held on
6-8, 1993, a quorum being present, and is set forth in the minutes of
said meeting; that I am the keeper of the corporate seal and of the minutes and
records of this corporation and the said resolution has not been rescinded or
modified:

"RESOLVED that L & M COMPANIES INC.,
organized and existing in the State of
North Carolina, hereby adopts
the name Nature's Best Potatoes - Division of L & M Companies
for use in the State of Idaho for all purposes; Inc.
and further resolved that the officers of the
corporation are authorized and directed to take
all steps that they deem necessary and appro-
priate to qualify the corporation to do business
within the State of Idaho under the name
Nature's Best Potatoes - Division of L & M Companies, Inc.

Dated 6-8, 19 93.

L & M COMPANIES INC.

By Joseph E. McGee
Joseph E. McGee
Its President
and Paul K. Hudson
Paul K. Hudson
Its Secretary

STATE OF North Carolina)
COUNTY OF Walce) ss:

I, Lee Anne McGee, a notary public, do hereby
certify that on this 8th day of June, 19 93,
personally appeared before me Joseph E. McGee, who being by me first
duly sworn, declared that he is the President of
L & M COMPANIES INC.

that he signed the foregoing document as President of the
corporation and that the statements therein contained are true.

Lee Anne McGee
Notary Public